

Jacksonville Modern Quilt Guild

By-Laws

Article I. Name, Purpose and General Matters

Section 1.01 The name of the organization will be the Jacksonville Modern Quilt Guild, also referred to as "the Guild" or "JAXMQG".

Section 1.02 Purpose: The JAXMQG supports and encourages the growth and development of modern quilting through art, education and community. The Guild's purpose is to:

- Develop and encourage the art of modern quilting
- Work with other guilds and groups with a similar purpose
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects
- Offer educational opportunities through classes, workshops and sharing of information
- Support and provide opportunity for "charity" or other works that provide back to the community through the use of modern quilting skills
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Section 1.03 Location and Office: The Guild will maintain a PO Box mailing address within the state of Florida and a registered contact.

Section 1.04 Powers: Members and directors of The Guild are subject to adherence to these Bylaws.

Section 1.05 Fiscal Year: The fiscal year begins on January 1 and ends on December 31 of each year.

Section 1.06 Annual Meeting: The November meeting of The Guild will be considered the Annual Meeting where elections are held, the Budget is presented for approval of members and the President and Treasurer deliver reports.

Section 1.07 Privacy: Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non-authorized parties.

Section 1.08 Roberts Rules of Order: All general meetings, Executive Council will be conducted in accordance with Robert's Rules of Order unless specifically excluded by these Bylaws.

Section 1.09 Non-Discrimination: No person may be denied membership to The Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Section 1.10 Affiliation: The JAXMQG is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the JAXMQG is a 501(c)(3) tax exempt organization.

Section 1.11 Purpose: The JAXMQG is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II. Members

Section 2.01 Membership: Membership is granted to anyone residing in the state of Florida, 18 years or older upon completion of membership application and payment of dues. Paid members in good standing receive a single vote in Guild matters. Members must adhere to the code of conduct to remain in good standing and maintain membership. A member in good standing is defined as a member who is current in payment of the Guild's annual dues and has no outstanding balance owed. The Guild also accepts long distance members residing in other states.

Section 2.02 Junior Membership: Junior membership is granted to anyone residing in the state of Florida between the ages of 13-17 upon completion of membership application and payment of dues. Junior members must have their application co-signed by a sponsoring adult member in good standing. Junior members must have their sponsor present at all meetings they attend.

Section 2.03 Dues: The annual dues amount will be set by the Executive Council. If a member withdraws from The Guild, dues will not be prorated or refunded. Dues must be received by the February meeting to remain in good standing. The Executive Council has the authority to authorize payment arrangements on a case-by-case basis. If a member has not paid dues by the deadline, good standing will be re-instated once dues have been paid.

Section 2.04 Meetings: The Guild will hold a monthly meeting. The timing and location of the meeting will be determined by the Executive Council. The date and time of the

meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council. Members may attend meetings free of charge except for special programs. Extra costs may be necessary for speaking engagement, workshops, field trips, etc. If a program is open to persons outside of the Guild, members will typically pay a reduced fee.

Section 2.05 Guests: Guests are allowed to attend the first two (2) meetings at no charge. After the first two (2) meetings, the guest must become a member to attend any subsequent meetings.

Section 2.06 Voting: Each member in good standing receives one vote towards Guild matters. Absentee voting is allowed by Proxy voting only. Proxy voting must be presented in writing via email or other electronic means.

Section 2.07 Revoking of Membership: Membership may be revoked in cases of actions that threaten the non-profit status of The Guild. Membership may also be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild that is blatantly criminal.

Article III. Officers

Section 3.01 The Executive Council shall consist of President, Vice President, Secretary, and Treasurer. Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose and have been an active member for one full year to be considered with an exception of the first year of elections within The Guild. Officers must attend 80% of the general and Executive Council Meetings.

Section 3.02 Nominating Committee: A nominating committee will be formed 60 days prior to elections and will consist of 3-5 members who do not wish to be considered for any officer position. Standing Executive Council members may stand in if no members wish to join the Nominating Committee.

Section 3.03 Election of Officers: Officers will be elected to a one year term by a majority of the members present. Absentee voting is allowed only by Proxy. Voting is by paper ballot and will be tallied by two members in good standing who are not in consideration for an officer position.

Section 3.04 Installation of Officers: Officers will be installed in January and serve for a term of one year unless they resign or are removed from office or membership. All books and papers regarding The Guild shall be delivered to the new Officer within two weeks of the election and no later than the January meeting.

Section 3.05 Filling of Vacancies: An Officer may resign at any time. Any Officer position with the exception of President can be appointed by the Executive Council. A Vice President will fill in for President until Elections can be held.

Section 3.06 Powers and Duties: The Officers and their respective duties are listed below. Each Officer, except for the President, may be responsible for one or more committees. The President will assign which committee each Officer will be responsible for.

- a. President:
 - Organize and preside over all general, special and Executive Board meetings;
 - Arrive prior to scheduled meetings to assist in set up and stay for clean up;
 - Appoint all Standing Committee Chairpersons and create and dissolve all Standing Committees;
 - Attend, as desired, committee meetings as an *ex officio* member of the committee;
 - Oversee the Chairpersons of the Standing Committee Chairpersons;
 - Perform other duties as required, as official spokesperson for the Guild;
 - Serve as co-signer with Treasurer on checks issued by the Guild or co-approver with Treasurer for any disbursement made by the Guild;
 - Work with Officers to establish bylaws and guidelines for the Guild in accordance with The Modern Quilt Guild.

- b. Vice President:
 - Assist/coordinate in planning monthly meetings;
 - Work with Officers to establish bylaws and guidelines for the Guild in accordance with The Modern Quilt Guild;
 - In the absence of the President, conduct Guild meetings and/or Executive Board meetings; and
 - Oversee the review of the Guild Bylaws as necessary.

- c. Secretary:
 - Keep minutes of the general meetings, or arrange for a substitute in his/her absence;
 - Submit the minutes of the general meetings to the website blogger for uploading to the Guild website within 7 days of the meeting;

- Keep minutes of the Executive Board meeting, or arrange for a substitute in his/her absence;
 - provide the minutes of the Executive Board meeting to the President;
 - maintain a record of all minutes for the term of office;
 - Maintain membership spreadsheet, including collecting new membership forms, entering data and keeping records updated.
- d. Treasurer:
- Receive and hold all Guild monies;
 - Maintain bookkeeping records of all funds;
 - Maintain Guild's bank account;
 - Handle membership dues collection;
 - Disburse funds as authorized by the Executive Council;
 - Serve as signatory on checks of the Guild or a co-approver with the President for any disbursement made by the Guild;
 - Responsible for completing and submitting annual tax reports as required by the Internal Revenue Service;
 - Make a financial statement available for the members on an annual basis; and
 - Provide a quarterly financial statement to the Executive Board.
 - Submit an annual Profit and Loss report to The MQG

Article IV. Executive Council

Section 4.01 Members: The Executive Council shall consist of the Officers of The Guild and all committee chairs.

Section 4.02 Powers: As directed by these Bylaws, the Executive Council will be responsible for managing the business and affairs of The Guild.

Section 4.03 Meetings: The Executive Council shall meet a minimum of four times per year on a schedule that is agreed upon by the members. Changes to the meeting time or place must be announced seven (7) days in advance by either electronic communication or oral communication with the exception of emergencies.

Section 4.04 Quorum: At all meetings of the Executive Council, 50% of the members must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting may be immediately adjourned and rescheduled. If any member of the Executive Council is unable to attend a meeting, they must notify the other members of the Executive Council seven (7) days in advance by either electronic

communication or oral communication with the exception of emergencies so that the meeting may be timely cancelled and rescheduled.

Section 4.05 Voting: A majority of the Executive Council members present at a meeting where the Quorum is met will constitute an affirmative vote.

Section 4.06 Resignation: Any member of the Executive Council may resign at any by delivering written notice to the President or Secretary. Such resignation is effective upon receipt or, if later, at the time specified in the notice.

Article V. Committees

Section 5.01 Committees: Committees are created to assist the Executive Council in carrying out activities and responsibilities to The Guild. Committees can be suggested by any member and the Executive Council may officially create or dissolve a committee.

Section 5.02 Chairpersons and Members: Any member of The Guild in good standing can belong to one or more committees at any one time. Chairpersons will be appointed by a member of the Executive Council.

Section 5.03 Chairperson Responsibilities: The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson reports to its respective Executive Council officer. The Committee Chairperson is responsible for providing the President monthly reports of pertinent information and for notifying the Executive Council immediately of any concerns or issues.

Section 5.04 Term: The Executive Council will determine the term for the Committee and Committee Chairperson.

Section 5.05 Resignation and Removal of Committee Chairpersons: The Executive Council may remove a Committee Chairperson no longer in good member standing. In the event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.

Section 5.06 Meetings: Each Committee may meet as needed and set its own rules for quorums and voting.

Section 5.07 Financial Affairs: Each committee will work with the Treasurer. At no time should the committee be considered independent of The Guild nor fail to submit money or expenses to the Treasurer.

Section 5.08 Standing Committees:

- a. Membership
- b. Education
- c. Communication / Social Media
- d. Community Outreach / Charity Service
- e. Hospitality
- f. Challenges & Swaps
- g. Nominating
- h. Retreats / Special Events
- i. Historian
- j. UFO Challenge & Fundraiser

Article VI. Execution of Documents

Section 6.01 General: The Executive Council will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

Section 6.02 Contracts: The Executive Council has the power to execute legal documents and contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis. All legal documents and contracts must be reviewed and approved by the Executive Council.

Article VII. Guild Funds

Section 7.01 All funds delivered to The Guild will be deposited in The Guild bank account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild. A member of the Executive Council will be designated as the back up to the Treasurer.

Section 7.02 Treasurer Review Committee: A Treasurer report will be given at every meeting.

Section 7.03 Budget Adoption: Executive Council will approve a budget every 6 months for the first year of The Guild operation and on a yearly basis after that.

Section 7.04 Private Inurnment: No part of the net earnings of the organization shall insure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

Article VIII. Indemnification and Insurance

Section 8.01 Indemnification of Officers, Members, and Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.

Section 8.02 Insurance: The Guild must purchase and maintain D&O insurance for any member of the Executive Council.

Section 8.03 Fidelity Bond: The Guild will purchase and maintain a Fidelity Bond when non-profit status is achieved.

Article IX. Confidentiality

Section 1.01 The Guild shall adopt a Confidentiality Policy.

Article X. Amendment

Section 10.01 Amending the Bylaws: The Executive Council may propose an amendment to these Bylaws at any time. The proposed amendment must be electronically proposed via The Guild's website two weeks prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article XI. Dissolution

Section 11.01 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.